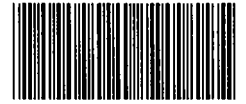


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2246794

July 7, 1989

Robert S. Blau, Esquire
Saul Ewing Remick & Saul
3800 Centre Square West
Philadelphia, PA 19102

Re: Metro Container Corp.
Bankruptcy No. 87-521

Dear Bob:

This letter will confirm our conversations yesterday regarding the proposed stipulation (the "Stipulation") dated June 30, 1989 among Metro Container Corp. and certain PRP's (as therein defined), scheduled to be heard on July 10, 1989 in the referenced matter.

In that regard, Wilmington Trust Company ("WTC") has raised several concerns which we have, on the basis set forth herein, amicably resolved, thereby obviating the need for WTC to file objections to the Stipulation, as follows:

1. The PRP's agree to indemnify, defend and hold harmless WTC, and the officers and directors of WTC, for any liability charged against and any damages incurred by WTC and the officers and directors of WTC, arising from any conduct or failure to act by the PRP's in connection with the cleanup actions contemplated in the Stipulation.

2. The Stipulation purports to grant the PRP's the right to dispose of certain Personal Property (as defined in the Stipulation) and to keep and retain any proceeds from the sale or other disposition thereof. The PRP's agree that to the extent they dispose of any property which is subject to the liens and security interests of WTC, the proceeds thereof in excess of the first \$5,000 shall be paid over, forthwith upon receipt, to WTC.

3. Except to the extent of \$5,000 as provided in paragraph 2 above, the PRP's understand and agree that nothing

Attachment 3

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Robert S. Blau, Esquire
July 7, 1989
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in the Stipulation or exhibits thereto is intended to or shall impair or adversely affect WTC's secured position.

On the basis of the foregoing understandings, WTC will not object to the Court's approval of the Stipulation on Monday. You agree, at such hearing, to apprise the Court of such understandings.

If the foregoing meets your approval, please execute and return to the undersigned the enclosed extra copy of this letter.

Very truly yours,

DRAFT

Baldo M. Carnecchia, Jr.

BMC/lo
Enclosure
cc: N. Burnham, Esquire.